

Public Service Commission of Wisconsin  
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Ex.-WEC-Leverett-3

**Application of Wisconsin Energy Corporation for Approval to Acquire the  
Outstanding Common Stock of Integrys Energy Group, Inc.  
PSCW Docket No. 9400-YO-100**

**WEC's Response to  
Fourth Data Request of Great Lakes Utilities  
Dated: January 22, 2015**

**REQUEST NO. 04-GLU-01:**

Please clarify your response to DR No. 03-GLU-06. Are the Applicants aware of any plans to reorganize or restructure ATC that would have the effect of creating additional entities, whether subsidiaries or affiliated entities of either ATCLLC or ATCMI, such as a holding company, notwithstanding whether or not such entities would have the effect of altering the existing organizational structure of ATC in which ATCMI is the Corporate Manager of ATCLLC? If so, please discuss the nature of such restructuring or reorganizing plans and the reasons that have been advanced for them.

**RESPONSE:**

As stated in response to 03-GLU-06, WEC and Integrys are not aware of any plans to restructure or reorganize the current organizational structure in which ATCMI is the Corporate Manager of ATCLLC. Various members of ATC have discussed other potential restructuring options related to ATCLLC. These discussions were the result of ATCMI's Board of Directors reviewing alternatives to address the restrictions on certain members related to ATCLLC's investments outside of its traditional footprint while continuing to maintain an efficient structure for ATCLLC's operations. There are no definitive plans in place; however, a potential restructuring alternative that has been discussed would involve separating ATCLLC's traditional transmission business in Wisconsin and adjacent states from its other assets. To the extent any restructuring were to occur, ATCMI would remain as the Corporate Manager of ATCLLC and ATCLLC's traditional transmission business would not be impacted.

**Answered by: Joshua Erickson**

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**REQUEST NO. 04-GLU-02:**

If any plans to reorganize or restructure ATC have been discussed, have any decisions been made by either WEC or Integrys concerning such restructuring?

**RESPONSE:**

Because any restructuring is still speculative, no definitive decisions have been made concerning any potential restructuring. However, should a reorganization eventually be pursued, consistent with the commitment related to the combined company's post-merger voting authority with respect to ATCLLC, WEC has determined that it will support equivalent restrictions on its voting authority with respect to the voting by any restructured company of its ATCLLC ownership interests. In other words, WEC will continue to be subject to the voting restrictions it has already put forth in this proceeding.

Any restructuring of ATCLLC would require Commission approval. The Commission will have an opportunity in that proceeding to evaluate any new organizational structure of ATCLLC, as well as the appropriateness of voting restrictions with respect to such new organizational structure.

**Answered by: Joshua Erickson**